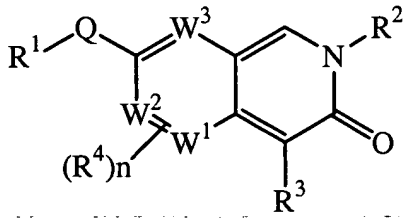
AMENDMENTS TO THE CLAIMS

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

Claim 1 (currently amended). A compound of Formula I



I

or a pharmaceutically acceptable salt thereof,

wherein:

R^1 is independently selected from:

C_5 or C_6 cycloalkyl-(C_1-C_8 alkylenyl);

Substituted C_5 or C_6 cycloalkyl-(C_1-C_8 alkylenyl);

C_8-C_{10} bicycloalkyl-(C_1-C_8 alkylenyl);

Substituted C_8-C_{10} bicycloalkyl-(C_1-C_8 alkylenyl);

5- or 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobicycloalkyl-(C_1-C_8 alkylenyl);

Substituted 8- to 10-membered heterobicycloalkyl-(C_1-C_8 alkylenyl);

Phenyl-(C_1-C_8 alkylenyl);

Substituted phenyl-(C_1-C_8 alkylenyl);

Naphthyl-(C_1-C_8 alkylenyl);

Substituted naphthyl-(C_1-C_8 alkylenyl);

5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl); and

Substituted 8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

Phenyl;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl;

Substituted 8- to 10-membered heterobiaryl;

R^2 is independently selected from:

H;

C_1-C_6 alkyl;

Phenyl-(C_1-C_8 alkylenyl);

Substituted phenyl-(C_1-C_8 alkylenyl);

Naphthyl-(C_1-C_8 alkylenyl);

Substituted naphthyl-(C_1-C_8 alkylenyl);

5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl); and

Substituted 8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

Phenyl-O-(C_1-C_8 alkylenyl);

Substituted phenyl-O-(C_1-C_8 alkylenyl);

Phenyl-S-(C_1-C_8 alkylenyl);

Substituted phenyl-S-(C_1-C_8 alkylenyl);

Phenyl-S(O)-(C_1-C_8 alkylenyl);

Substituted phenyl-S(O)-(C_1-C_8 alkylenyl);

Phenyl-$S(O)_2$-(C_1-C_8 alkylenyl);

Substituted phenyl-$S(O)_2$-(C_1-C_8 alkylenyl);

Each substituted R^1 and R^2 group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

C_1-C_6 alkyl;

CN;

CF_3;

HO;

$(C_1\text{-}C_6$ alkyl)-O;

$(C_1\text{-}C_6$ alkyl)-$S(O)_2$;

H_2N;

$(C_1\text{-}C_6$ alkyl)-N(H);

$(C_1\text{-}C_6$ alkyl)$_2$-N;

$(C_1\text{-}C_6$ alkyl)-C(O)O-$(C_1\text{-}C_8$ alkylenyl)$_m$;

$(C_1\text{-}C_6$ alkyl)-C(O)O-(1- to 8-membered heteroalkylenyl)$_m$;

$(C_1\text{-}C_6$ alkyl)-C(O)N(H)-$(C_1\text{-}C_8$ alkylenyl)$_m$;

$(C_1\text{-}C_6$ alkyl)-C(O)N(H)-(1- to 8-membered heteroalkylenyl)$_m$;

$H_2NS(O)_2$-$(C_1\text{-}C_8$ alkylenyl);

$(C_1\text{-}C_6$ alkyl)-N(H)$S(O)_2$-$(C_1\text{-}C_8$ alkylenyl)$_m$;

$(C_1\text{-}C_6$ alkyl)$_2$-$NS(O)_2$-$(C_1\text{-}C_8$ alkylenyl)$_m$;

3- to 6-membered heterocycloalkyl-$(G)_m$;

Substituted 3- to 6-membered heterocycloalkyl-$(G)_m$;

5- or 6-membered heteroaryl-$(G)_m$; and

Substituted 5- or 6-membered heteroaryl-$(G)_m$;

$(C_1\text{-}C_6$ alkyl)-$S(O)_2$-N(H)-C(O)-$(C_1\text{-}C_8$ alkylenyl)$_m$;

$(C_1\text{-}C_6$ alkyl)-C(O)-N(H)-$S(O)_2$-$(C_1\text{-}C_8$ alkylenyl)$_m$;

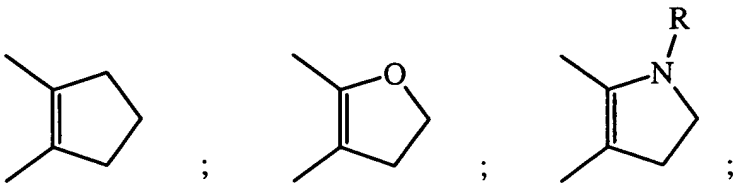
wherein each substituent on a carbon atom may further be independently selected from:

Halo; and

HO_2C;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

wherein two adjacent, substantially sp^2 carbon atoms may be taken together with a diradical substituent to form a cyclic diradical selected from: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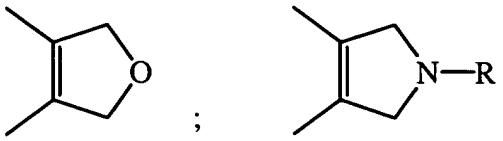
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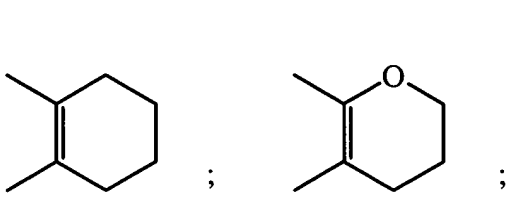
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R is H or C_1-C_6 alkyl;

G is CH_2; O, S, S(O); or $S(O)_2$;

Each m is an integer of 0 or 1;

R^3 is selected from the groups:

H;

C_1-C_6 alkyl;

Substituted C_1-C_6 alkyl;

C_2-C_6 alkenyl;

Substituted C_2-C_6 alkenyl;

C_2-C_6 alkynyl;

Substituted C_2-C_6 alkynyl;

C_3-C_6 cycloalkyl;

Substituted C_3-C_6 cycloalkyl;

C_3-C_6 cycloalkyl-(C_1-C_8 alkylenyl);

Substituted C_3-C_6 cycloalkyl-(C_1-C_8 alkylenyl);

Phenyl;

Substituted phenyl;

Phenyl-(C_1-C_8 alkylenyl);

Substituted phenyl-(C_1-C_8 alkylenyl);

Naphthyl;

Substituted Naphthyl;

Naphthyl-(C_1-C_8 alkylenyl);

Substituted naphthyl-(C_1-C_8 alkylenyl);

3- to 6-membered heterocycloalkyl;

Substituted 3- to 6-membered heterocycloalkyl;

3- to 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl);

Substituted 3- to 6-membered heterocycloalkyl-(C_1-C_8 alkylenyl)

HO;

(C_1-C_6 alkyl)-O;

H_2N;

(C_1-C_6 alkyl)-N(H);

(C_1-C_6 alkyl)$_2$-N;

Each substituted R^3 group contains from 1 to 4 substituents, each independently on a carbon or nitrogen atom, independently selected from:

H_2N;

C_1-C_6 alkyl;

CN;

CF_3;

(C_1-C_6 alkyl)-OC(O);

HO;

(C_1-C_6 alkyl)-O;

HS; and

(C_1-C_6 alkyl)-S;

wherein each substituent on a carbon atom may further be independently selected from:

Halo; and

HO_2C;

wherein 2 substituents may be taken together with a carbon atom to which they are both bonded to form the group C=O;

R^4 is H, C_1-C_6 alkyl, H_2N, HO, or halo;

n is an integer of from 0 to 3;

Q is selected from:

OC(O);

$CH(R^5)C(O)$;

$OC(NR^5)$;

$CH(R^5)C(NR^5)$;

$N(R^5)C(O)$;

$N(R^5)C(S)$;

$N(R^5)C(NR^5)$;

$N(R^5)CH_2$;

SC(O);

$CH(R^5)C(S)$;

$SC(NR^5)$;

trans-(H)C=C(H);

cis-(H)C=C(H);

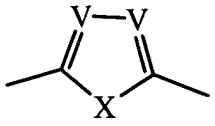
C≡C;

$CH_2C{\equiv}C$;

$C{\equiv}CCH_2$;

$CF_2C{\equiv}C$; and

$C{\equiv}CCF_2$;



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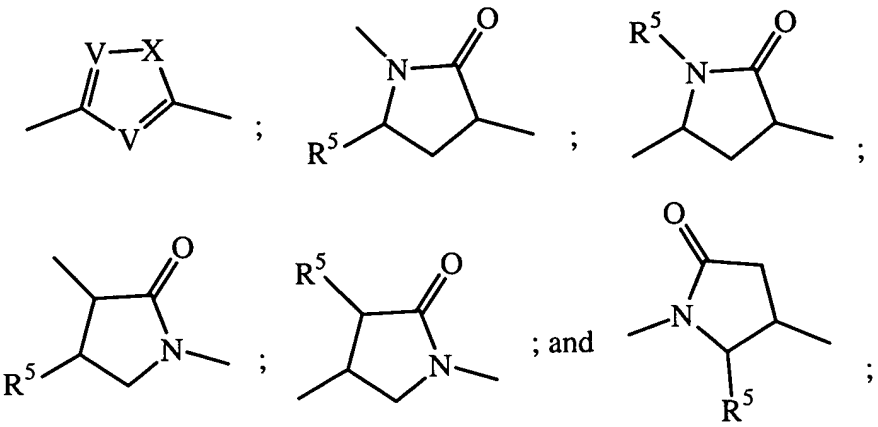


R^5 is H, C_1-C_6 alkyl, C_3-C_6 cycloalkyl; 3- to 6-membered heterocycloalkyl; phenyl; benzyl; or 5- or 6-membered heteroaryl;

X is O, S, N(H), or N(C_1-C_6 alkyl);

Each V is independently C(H) or N;

~~Each W^1, W^2, and W^3 is independently N or C-R^4, wherein R^4 is as defined above;~~

One of W^1, W^2, and W^3 is N and the other two of W^1, W^2, and W^3 are each C-R^4, wherein R^4 is as defined above;

wherein each C_8-C_{10} bicycloalkyl is a bicyclic carbocyclic ring that contains 8-, 9-, or 10-member carbon atoms which are 5,5-fused, 6,5-fused, or 6,6-fused bicyclic rings, respectively, and wherein the ring is saturated or optionally contains one carbon-carbon double bond;

wherein each 8- to 10-membered heterobicycloalkyl is a bicyclic ring that contains carbon atoms and from 1 to 4 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 $S(O)_2$, 1 N, 4 N(H), and 4 N(C_1-C_6 alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond, and wherein the heterobicycloalkyl is a 5,5-fused, 6,5-fused, or 6,6-fused bicyclic ring, respectively,

wherein each heterocycloalkyl is a ring that contains carbon atoms and from 1 to 4 heteroatoms independently selected from 2 O, 1 S, 1 S(O), 1 $S(O)_2$, 1 N, 4 N(H), and 4 N(C_1-C_6 alkyl), and wherein when two O atoms or one O atom and one S atom are present, the two O atoms or one O atom and one S atom are not bonded

to each other, and wherein the ring is saturated or optionally contains one carbon-carbon or carbon-nitrogen double bond;

wherein each 5-membered heteroaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C_1-C_6 alkyl), and 4 N, and each 6-membered heteroaryl contains carbon atoms and 1 or 2 heteroatoms independently selected from N, N(H), and N(C_1-C_6 alkyl), and 5- and 6-membered heteroaryl are monocyclic rings;

wherein each heterobiaryl contains carbon atoms and from 1 to 4 heteroatoms independently selected from 1 O, 1 S, 1 N(H), 1 N(C_1-C_6 alkyl), and 4 N, and where the 8-, 9-, and 10-membered heterobiaryl are 5,5-fused, 6,5-fused, and 6,6-fused bicyclic rings, respectively, and wherein at least 1 of the 2 fused rings of a bicyclic ring is aromatic, and wherein when the O and S atoms both are present, the O and S atoms are not bonded to each other;

wherein with any (C_1-C_6 alkyl)$_2$-N group, the C_1-C_6 alkyl groups may be optionally taken together with the nitrogen atom to which they are attached to form a 5- or 6-membered heterocycloalkyl; and

wherein each group and each substituent recited above is independently selected.

Claims 2 and 3 (cancelled).

Claim 4 (original). The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein Q is N(R^5)C(O) or C≡C.

Claim 5 (original). The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein Q is C≡C.

Claim 6 (original). The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein n is 0.

Claim 7 (original). The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein n is 1.

Claim 8 (currently amended). The compound according to any one of ~~Claims 1 to 7~~ Claims 1 or 4 to 7 inclusive, or a pharmaceutically acceptable salt thereof, wherein R^1 is independently selected from:

5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

Substituted 8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

Phenyl-(C_1-C_8 alkylenyl); and

Substituted phenyl-(C_1-C_8 alkylenyl); and

R^2 is independently selected from:

5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

Substituted 5- or 6-membered heteroaryl-(C_1-C_8 alkylenyl);

8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

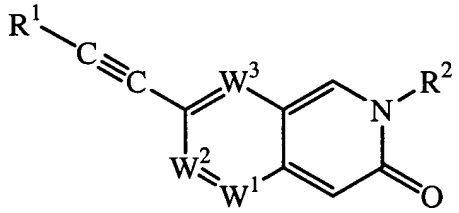
Substituted 8- to 10-membered heterobiaryl-(C_1-C_8 alkylenyl);

Phenyl-(C_1-C_8 alkylenyl); and

Substituted phenyl-(C_1-C_8 alkylenyl);

wherein each group and each substituent is independently selected.

Claim 9 (original). The compound of Claim 1 of Formula II



II

or a pharmaceutically acceptable salt thereof.

Claim 10 (cancelled).

Claim 11 (original). A pharmaceutical composition, comprising a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

Claim 12 (cancelled).

Claim 13 (original). A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient suffering from osteoarthritis a nontoxic effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

Claim 14 (cancelled).

Claim 15 (new). The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein W^2 is N and W^1 and W^3 are each C-R^4, wherein R^4 is as defined above.